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SURFACE TRANSPORTATION BOARD

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February 9, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of February 7, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Infinity Rail, LLC
c/o Infinity Asset Management, LLC (as
Manager)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

[Lessee: Georgia & Florida Railnet, Inc.
1019 Coastline Avenue
Albany, Georgia 31705]

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A description of the railroad equipment covered by the enclosed document is:

17 boxcars within the series ATW 143221 – ATW 143390 (formerly within the series AGR 143221 – AGR 143390) as more particularly set forth in the schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Georgia & Florida Railnet, Inc. ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means the Lease Agreement dated as of November 30, 2005, between Infinity Rail, LLC, as lessor and Georgia & Florida Railnet, Inc., as lessee.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)
c/o Infinity Asset Management, LLC as Manager
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Georgia & Florida Railnet, Inc. (Lessee)
1019 Coastline Avenue
Albany, Georgia 31705

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3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

Executed as of February 7, 2007.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: Jeffrey F. Edelman
Jeffrey F. Edelman, Vice President

Fulton County, Georgia

On Feb. 7, 2007, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Joseph Cassomay
Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

Description of Railcars

Description of Cars: used 50 ft. 70-ton boxcars

Quantity: seventeen (17)

Reporting marks and road numbers:

Unit Count	Former Mark	Former Number		Current Mark	Current Number
1	AGR	143221		ATW	143221
2	AGR	143227		ATW	143227
3	AGR	143230		ATW	143230
4	AGR	143233		ATW	143233
5	AGR	143274		ATW	143274
6	AGR	143286		ATW	143286
7	AGR	143299		ATW	143299
8	AGR	143304		ATW	143304
9	AGR	143305		ATW	143305
10	AGR	143308		ATW	143308
11	AGR	143318		ATW	143318
12	AGR	143325		ATW	143325
13	AGR	143328		ATW	143328
14	AGR	143349		ATW	143349
15	AGR	143357		ATW	143357
16	AGR	143376		ATW	143376
17	AGR	143390		ATW	143390

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/9/07



Robert W. Alvord